

NETGEAR, INC
Form 4
September 02, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LO PATRICK CS

(Last) (First) (Middle)
NETGEAR, INC., 350 E. PLUMERIA DR.
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETGEAR, INC [NTGR]

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					125,177	I	See footnote (1)
Common Stock					147,668	I	See footnote (2)
Common Stock	09/01/2016		M ⁽³⁾	8,300 A	\$ 29.23 155,797	D	
Common Stock	09/01/2016		S ⁽³⁾	8,300 D	\$ 56.76 147,497	D	

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Common Stock	09/01/2016		<u>M</u> ⁽⁵⁾	5,900	A	\$ 28.79	153,397	D
Common Stock	09/01/2016		<u>S</u> ⁽⁵⁾	5,900	D	\$ 56.74 <u>(4)</u>	147,497	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.68					<u>(6)</u> 05/23/2016	Common Stock 0
Employee Stock Option (Right to Buy)	\$ 29.23	09/01/2016		<u>M</u> ⁽³⁾	8,300	<u>(7)</u> 01/12/2017	Common Stock 8,300
Employee Stock Option (Right to Buy)	\$ 28.79	09/01/2016		<u>M</u> ⁽⁵⁾	5,900	<u>(8)</u> 01/11/2018	Common Stock 5,900
Employee Stock Option (Right to Buy)	\$ 11.41					<u>(9)</u> 01/16/2019	Common Stock 90,000
Employee Stock	\$ 21.1					<u>(10)</u> 02/02/2020	Common Stock 100,000

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Option (Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 20.8	<u>(11)</u>	06/13/2020	Common Stock	40,000	
Employee Stock Option (Right to Buy)	\$ 35.32	<u>(12)</u>	02/03/2021	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 33.15	<u>(13)</u>	04/26/2021	Common Stock	40,000	
Employee Stock Option (Right to Buy)	\$ 31.31	<u>(14)</u>	06/06/2022	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 32.54	<u>(15)</u>	05/16/2023	Common Stock	108,510	
Employee Stock Option (Right to Buy)	\$ 32.52	<u>(16)</u>	06/03/2024	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 31.28	<u>(17)</u>	06/02/2025	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 39.53	<u>(17)</u>	03/24/2026	Common Stock	115,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LO PATRICK CS NETGEAR, INC. 350 E. PLUMERIA DR. SAN JOSE, CA 95134	X		Chairman and CEO	

Signatures

/s/ Andrew W. Kim, Attorney
in Fact

09/02/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The shares are held by the Patrick and Emily Lo Revocable Trust dated 4-7-99.
- (2) The shares are held by the education trusts of Mr. Lo's children. Mr. Lo is a co-trustee of each such trust.
- (3) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 2, 2015.

(4) The price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold. Upon request from the Commission staff, the Issuer, or a security holders of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(5) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 12, 2016.

(6) 25% of the option grant is exercisable on 5/23/2007, and 1/48 of the option grant is exercisable each month thereafter.

(7) 25% of the option grant is exercisable on 1/12/2008, and 1/48 of the option grant is exercisable each month thereafter.

(8) 25% of the option grant is exercisable on 1/11/2009, and 1/48 of the option grant is exercisable each month thereafter.

(9) 25% of the option grant is exercisable on 1/16/2010, and 1/48 of the option grant is exercisable each month thereafter.

(10) 25% of the option grant is exercisable on 2/2/2011, and 1/48 of the option grant is exercisable each month thereafter.

(11) 25% of the shares subject to the option shall vest twelve months on 6/13/2011, and 1/48th of the shares subject to the option shall vest each month thereafter, subject to the optionee continuing to be a service provider on such dates.

(12) 25% of the option grant is exercisable on 2/3/2012, and 1/48 of the option grant is exercisable each month thereafter.

(13) 25% of the option grant is exercisable on 4/26/2012, and 1/48 of the option grant is exercisable each month thereafter.

(14) 25% of the option grant is exercisable on 6/6/2013, and 1/48 of the option grant is exercisable each month thereafter.

(15) 25% of the option grant is exercisable on 5/16/2014, and 1/48 of the option grant is exercisable each month thereafter.

(16) 25% of the options will be exercisable on 6/03/2015, and 1/48 of the option grant is exercisable each month thereafter.

(17) This Option shall be exercisable, in whole or in part, in accordance with the following schedule: 25% of the Shares subject to the Option shall vest twelve months after the Vesting Start Date, and 1/48 of the Shares subject to the Option shall vest each month thereafter, subject to the Optionee continuing to be a Service Provider on such dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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